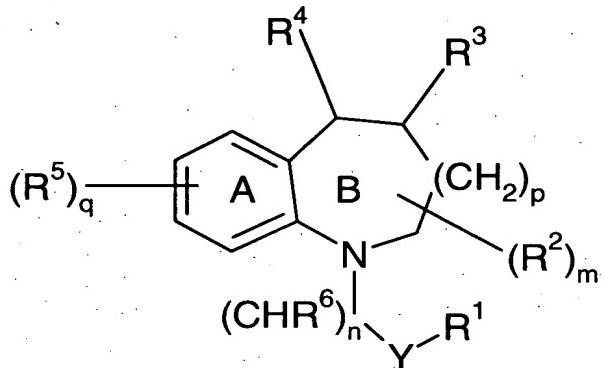


Amendments to the Claims

We claim:

1. (Currently Amended) A compound of formula I



wherein

n is 0, 1, 2, or 3;

m is 0, 1, 2, or 3;

p is 1 or 2;

q is 0, 1, 2, or 3;

Y is a bond, C=O, or S(O)t; wherein t is 0, 1, or 2;

R<sup>1</sup> is selected from a group consisting of hydroxy, C<sub>1</sub>-C<sub>6</sub> alkyl, aryl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> alkylheterocyclic, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> alkylcycloalkyl; C<sub>1</sub>-C<sub>6</sub> alkylaryl, heterocyclic, C<sub>2</sub>-C<sub>6</sub> alkylalcohol, C<sub>1</sub>-C<sub>6</sub> alkoxy, aryloxy, -OC<sub>2</sub>-C<sub>6</sub> alkenyl, -OC<sub>1</sub>-C<sub>6</sub> haloalkyl, -OC<sub>1</sub>-C<sub>6</sub> alkylheterocyclic, -OC<sub>3</sub>-C<sub>8</sub> cycloalkyl, -OC<sub>1</sub>-C<sub>6</sub> alkylcycloalkyl, -NR<sup>7</sup>R<sup>8</sup> and -OC<sub>1</sub>-C<sub>6</sub> alkylaryl, -O-heterocyclic, and -OC<sub>1</sub>-C<sub>6</sub> alkylheterocyclic; provided that R<sup>1</sup> is not hydroxy when Y is S(O)<sub>t</sub>, CO or when n and y are both zero; and wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3- groups independently selected from oxo, hydroxy, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkene, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> alkylalcohol, CONR<sup>11</sup>R<sup>12</sup>, NR<sup>11</sup>SO<sub>2</sub>R<sup>12</sup>, NR<sup>11</sup>COR<sup>12</sup>, C<sub>0</sub>-C<sub>3</sub> alkylNR<sup>11</sup>R<sup>12</sup>, C<sub>1</sub>-C<sub>3</sub> alkylCOR<sup>11</sup>, C<sub>0</sub>-C<sub>6</sub> alkylCOOR<sup>11</sup>, cyano, C<sub>1</sub>-C<sub>6</sub> alkylcycloalkyl, phenyl, -OC<sub>1</sub>-C<sub>6</sub> alkylcycloalkyl, -OC<sub>1</sub>-C<sub>6</sub> alkylaryl, -OC<sub>1</sub>-C<sub>6</sub> alkylheterocyclic, and C<sub>1</sub>-C<sub>6</sub> alkylaryl;

R<sup>2</sup> is bound only to carbon atoms and is a group independently selected from hydrogen, hydroxy, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkene, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkyl, CONR<sup>11</sup>R<sup>12</sup>, NR<sup>11</sup>SO<sub>2</sub>R<sup>12</sup>, NR<sup>11</sup>COR<sup>12</sup>, C<sub>0</sub>-C<sub>6</sub> alkylNR<sup>11</sup>R<sup>12</sup>, C<sub>0</sub>-C<sub>6</sub> alkylCOR<sup>11</sup>, C<sub>0</sub>-C<sub>6</sub> alkylCOOR<sup>11</sup>, cyano, nitro, C<sub>0</sub>-C<sub>6</sub> alkylcycloalkyl, phenyl, and C<sub>0</sub>-C<sub>6</sub> alkylaryl heterocyclic, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, and C<sub>1</sub>-C<sub>6</sub> haloalkyl;

$R^3$  is hydrogen;

$R^4$  is a group represented by the formula  $-NR^9R^{10}$ ;

each  $R^5$  is selected from a group consisting of hydrogen, hydroxy, halogen,  $C_1-C_6$  haloalkyl,  $C_3-C_8$  cycloalkyl,  $C_1-C_6$  alkylaryl,  $C_1-C_6$  alkylheterocyclic, aryl, heterocyclic, cyano, nitro,  $C_1-C_6$  alkyl,  $C_2-C_6$  alkenyl  $C_1-C_6$  alkoxy, aryloxy,  $-OC_2-C_6$  alkenyl,  $-OC_1-C_6$  haloalkyl,  $-C_0-C_6$  alkyl $NR^7R^8$ ,  $C_0-C_6$  alkyl $COR^7$ ,  $C_0-C_6$  alkyl $CO_2R^7$ ,  $C_0-C_6$  alkyl $CONR^7R^8$ ,  $CONR^7SO_2R^8$ ,  $NR^7SO_2R^8$ ,  $NR^7COR^8$ ,  $N=CR^7R^8$ ,  $OCONR^7R^8$ ,  $S(O)_tR^7$ ,  $SO_2NR^7R^8$ ,  $C_1-C_6$  alkylalcohol,  $-OC_1-C_6$  alkylheterocyclic, and  $-OC_1-C_6$  alkylaryl wherein each of the alkyl, cycloalkyl, aryl and heterocyclic groups is optionally substituted by oxo, alkyloxy, aryloxy; and wherein any two  $R^5$  groups may combine to form an optionally substituted 5-7 member carbocyclic or heterocyclic, saturated or unsaturated ring fused with the A- ring to which they are attached;

$R^6$  is independently selected from a group consisting of hydrogen,  $C_1-C_6$  alkyl,  $C_2-C_6$  alkenyl, hydroxy,  $COR^7$ ,  $C_1-C_6$  alkoxy, aryloxy,  $-OC_2-C_6$  alkenyl,  $-OC_1-C_6$  haloalkyl,  $C_1-C_6$  alkyl $NR^{11}R^{12}$ ,  $C_3-C_8$  cycloalkyl, heterocyclic, aryl, and  $C_1-C_6$  alkylcycloalkyl;

each  $R^7$  is independently selected from a group consisting of hydrogen,  $C_1-C_6$  alkyl,  $C_2-C_6$  alkenyl,  $C_2-C_6$  alkynyl,  $-O C_1-C_6$  alkyl,  $C_1-C_6$  haloalkyl,  $-O$ -aryl,  $-OC_3-C_8$  cycloalkyl,  $-O$ -heterocyclic,  $-NR^{11}R^{12}$ ,  $-C_1-C_6$  alkylcycloalkyl,  $-OC_1-C_6$  alkylcycloalkyl,  $-OC_1-C_6$  alkylheterocyclic,  $C_1-C_6$  alkylheterocyclic,  $-O C_1-C_6$  alkylaryl,  $C_3-C_8$  cycloalkyl, heterocyclic, aryl, and  $C_1-C_6$  alkylaryl, wherein each alkyl, cycloalkyl, heterocyclic or aryl group is optionally substituted with 1-3 groups independently selected from hydroxy, halogen, oxo,  $C_1-C_6$  alkyl,  $C_1-C_6$  alkoxy,  $SO_2R^{11}$ ,  $SO_2NR^{11}R^{12}$ ,  $C_1-C_6$  alkyl $SO_2NR^{11}R^{12}$ ,  $COOR^{11}$ ,  $C_1-C_6$  haloalkyl, and  $NR^{11}R^{12}$ , or  $R^{11}$  and  $R^{12}$  combine to form a nitrogen containing heterocyclic ring having 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen and sulfur and wherein the nitrogen-containing heterocycle is optionally substituted with oxo, or  $C_1-C_6$  alkyl;

each  $R^8$  is independently selected from a group consisting of hydrogen,  $C_1-C_6$  alkyl,  $C_2-C_6$  alkenyl,  $C_2-C_6$  alkynyl,  $-O C_1-C_6$  alkyl,  $C_1-C_6$  haloalkyl,  $-O$ -aryl,  $-OC_3-C_8$  cycloalkyl,  $-O$ -heterocyclic,  $-NR^{11}R^{12}$ ,  $-C_1-C_6$  alkylcycloalkyl,  $-OC_1-C_6$  alkylcycloalkyl,  $-OC_1-C_6$  alkylheterocyclic,  $C_1-C_6$  alkylheterocyclic,  $-O C_1-C_6$  alkylaryl,  $C_3-C_8$  cycloalkyl, heterocyclic, aryl, and  $C_1-C_6$  alkylaryl, wherein each alkyl, cycloalkyl, heterocyclic or aryl group is optionally substituted with 1-3 groups independently selected from hydroxy, halogen,  $C_1-C_6$  alkyl,  $C_1-C_6$  alkoxy,  $C_1-C_6$  haloalkyl, and  $NR^{11}R^{12}$ , or  $R^{11}$  and  $R^{12}$  combine to form a nitrogen containing heterocyclic ring having 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen and

sulfur and wherein the nitrogen-containing heterocycle is optionally substituted with oxo, or C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>9</sup> is COR<sup>7</sup> or S(O)<sub>t</sub>R<sup>7</sup> wherein R<sup>7</sup> is as defined above;

R<sup>10</sup> is selected from the group consisting of aryl, C<sub>1</sub>-C<sub>6</sub> alkylaryl, C<sub>2</sub>-C<sub>6</sub> alkenylaryl, C<sub>2</sub>-C<sub>6</sub> alkynylaryl, C<sub>1</sub>-C<sub>6</sub> alkylheterocyclic, C<sub>2</sub>-C<sub>6</sub> alkenylheterocyclic, C<sub>1</sub>-C<sub>6</sub> alkylcycloalkyl, C<sub>1</sub>-C<sub>6</sub> alkyl-O-C<sub>1</sub>-C<sub>6</sub> alkylaryl, and wherein each cycloalkyl, aryl, or heterocyclic group is optionally substituted with 1-3 groups independently selected from the group consisting of hydroxy, oxo, -SC<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkenyl, C<sub>1</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, halogen, C<sub>1</sub>-C<sub>6</sub> alkoxy, aryloxy, C<sub>1</sub>-C<sub>6</sub> alkenyloxy, C<sub>1</sub>-C<sub>6</sub> haloalkoxyalkyl, C<sub>0</sub>-C<sub>6</sub> alkylNR<sup>11</sup>R<sup>12</sup>, -OC<sub>1</sub>-C<sub>6</sub> alkylaryl, nitro, cyano, C<sub>1</sub>-C<sub>6</sub> haloalkylalcohol, and C<sub>1</sub>-C<sub>6</sub> alkylalcohol;

R<sup>11</sup> and R<sup>12</sup> are independently selected from a group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, heterocyclic, aryl, C<sub>1</sub>-C<sub>6</sub> alkylaryl, wherein each aryl cycloalkyl and heterocyclic group is optionally substituted with 1-3 groups independently selected from halogen, C<sub>1</sub>-C<sub>6</sub> alkylheterocyclic, and C<sub>1</sub>-C<sub>6</sub> haloalkyl, or R<sup>11</sup> and R<sup>12</sup> combine to form a nitrogen containing heterocyclic ring which may have 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen or sulfur and is optionally substituted with oxo, C<sub>1</sub>-C<sub>6</sub> alkyl, COR<sup>7</sup>, and SO<sub>2</sub>R<sup>7</sup>;

or a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer or mixture of diastereomers thereof.

2. (Currently Amended) A The compound according to Claim 1 wherein R<sup>1</sup> is selected from a group consisting of C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> alkylcycloalkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> alkylheterocyclic, aryloxy, -OC<sub>2</sub>-C<sub>6</sub> alkenyl, -OC<sub>1</sub>-C<sub>6</sub> haloalkyl, -OC<sub>3</sub>-C<sub>8</sub> cycloalkyl, -OC<sub>1</sub>-C<sub>6</sub> alkylaryl, OC<sub>3</sub>-C<sub>8</sub> heterocyclic, and -OC<sub>1</sub>-C<sub>6</sub> alkylheterocyclic.

3. (Original) A compound according to Claim 1 wherein R<sup>1</sup> is selected from a group consisting of C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> alkylcycloalkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> alkylheterocyclic, aryloxy, -OC<sub>2</sub>-C<sub>6</sub> alkenyl, -OC<sub>1</sub>-C<sub>6</sub> haloalkyl, -OC<sub>3</sub>-C<sub>8</sub> cycloalkyl, -OC<sub>1</sub>-C<sub>6</sub> alkylaryl, OC<sub>3</sub>-C<sub>8</sub> heterocyclic, and -OC<sub>1</sub>-C<sub>6</sub> alkylheterocyclic; R<sup>4</sup> is the group NR<sup>9</sup>R<sup>10</sup> and R<sup>9</sup> is selected from an optionally substituted heterocyclic, or alkylheterocyclic.

4. (Currently Amended) A The compound according to Claim 1 wherein R<sup>1</sup> is selected from a group consisting of C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> alkylcycloalkyl, C<sub>1</sub>-C<sub>6</sub> alkylheterocyclic, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> alkylaryl, aryloxy, -OC<sub>2</sub>-C<sub>6</sub> alkenyl, -OC<sub>1</sub>-C<sub>6</sub> haloalkyl, -OC<sub>3</sub>-C<sub>8</sub>

cycloalkyl,  $\text{OC}_1\text{-C}_6$  heterocyclic,  $-\text{OC}_1\text{-C}_6$  alkylaryl, and  $-\text{OC}_1\text{-C}_6$  alkylheterocyclic;  $\text{R}^4$  is the group  $\text{NR}^9\text{R}^{10}$  and wherein  $\text{R}^9$  is  $\text{COR}^7$ .

5. (Currently Amended) A The compound according to Claim 1 wherein n is zero; y is a bond; and  $\text{R}^1$  is alkylaryl, alkylheterocyclic, alkycycloalkyl wherein the alkyl, aryl, cycloalkyl and heterocyclic groups are each optionally substituted with 1, 2 or 3 groups independently selected from hydroxy, oxo,  $-\text{COOH}$ ,  $\text{C}_1\text{-C}_6$  alkyl,  $\text{C}_1\text{-C}_6$  alkoxy,  $\text{C}_1\text{-C}_6$  alkylcycloalkyl,  $\text{C}_3\text{-C}_8$  cycloalkyl,  $\text{C}_1\text{-C}_6$  alkylaryl, aryloxy,  $-\text{OC}_2\text{-C}_6$  alkenyl,  $-\text{OC}_1\text{-C}_6$  haloalkyl,  $-\text{OC}_3\text{-C}_8$  cycloalkyl, and  $-\text{OC}_1\text{-C}_6$  alkylaryl.

6. (Currently Amended) A The compound according to Claim 1 wherein p is 1.

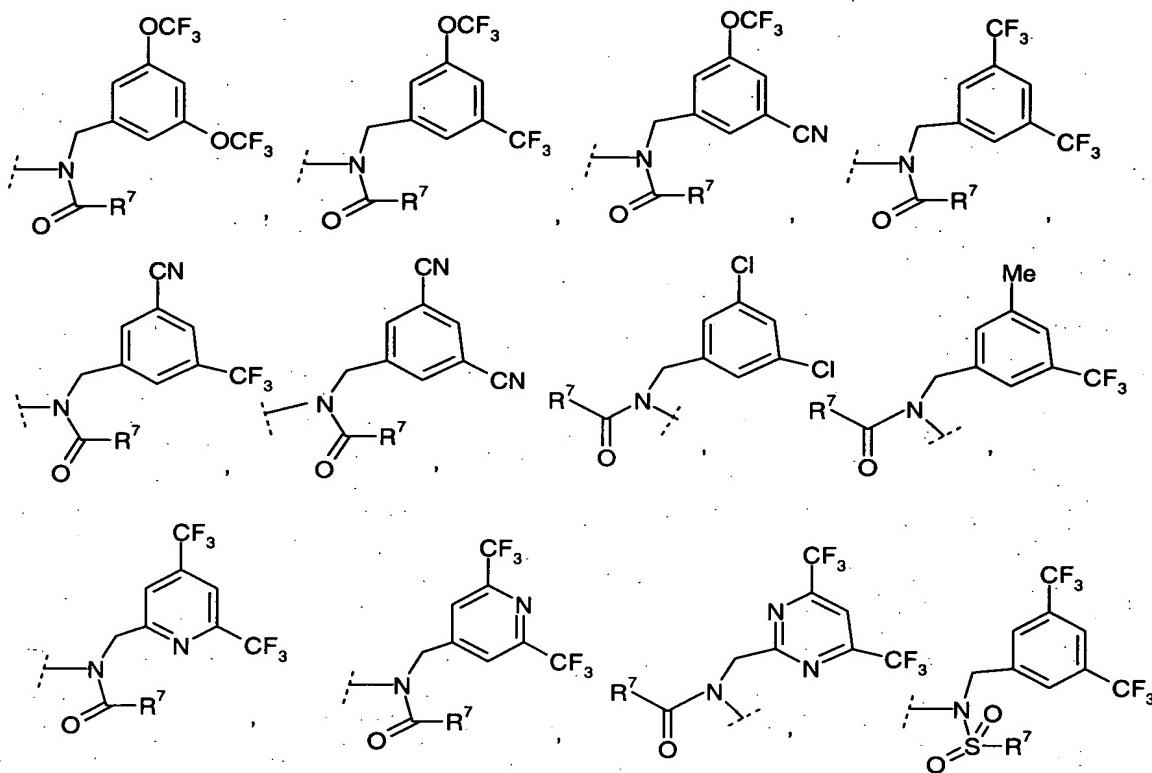
7. (Currently Amended) A The compound according to claim 1 wherein p is 2.

8. (Currently Amended) A The compound of claim 1, wherein p is 1 or 2; n is 0 or 1; m is 0, and q is 1-3.

9. (Currently Amended) A The compound according to Claim 1 wherein n and m are independently 0 or 1; and q is 2 or 3.

10. (Currently Amended) A The compound according to Claim 1,~~or 3~~ wherein q is 2 and the  $\text{R}^5$  groups combine to form a five or six member optionally substituted fused ring with the A-ring wherein said fused ring may have 1, 2, or 3 heteroatom linkers independently selected from oxygen, or N or NH.

11. (Original) The compound according to Claim 1 wherein  $\text{R}^4$  is selected from the group consisting of:



12. (Original) A compound selected from the group consisting of:

- 5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
- 5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
- 5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,
- 5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,
- 5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
- 5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
- 5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
- 5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-methoxy-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-fluoro-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-methyl-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-4,4-dimethyl-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

6-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester,

6-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-9-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-9-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester,

4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-chloro-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-8-chloro-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester, or a pharmaceutically acceptable salt, solvate, enantiomer, diastereomer or mixture thereof.

13. (Original) A method of antagonizing CETP activity comprising administering a compound of formula I or a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer or mixture of diastereomers thereof to a patient in need thereof.

14. (Original) A method of treating or preventing dyslipidemia comprising administering a compound of formula I or a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, to a patient in need thereof.

15. (Original) A method of treating Cardiovascular Diseases comprising administering to a patient in need thereof a pharmaceutically effective amount of a compound of formula I or a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, to a patient in need thereof.
16. (Original) A method of treating or preventing atherosclerosis comprising administering a compound of formula I, a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient.
17. (Canceled)
18. (Original) A method of lowering plasma LDL-cholesterol in a mammal comprising administering a therapeutically effective dose of a compound of formula I, a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient in need thereof.
19. (Original) A method of treating and/or preventing the pathological sequelae due to high levels of plasma LDL-cholesterol in a mammal comprising administering an effective dose of a compound of formula I, pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers to a patient in need thereof.
20. (Original) A method of treating and/or preventing the pathological sequela due to low levels of plasma HDL-cholesterol in a mammal comprising administering a pharmaceutically effective amount of a compound of formula I or a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, to a patient in need thereof.
21. (Original) A method of treating and/or preventing obesity comprising administering an effective dose of a compound of formula I, pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient in need thereof.

22. (Currently Amended) A pharmaceutical formulation comprising a compound according to Claim 1 and at least one of: a carrier, a diluent and/or and a excipient.

23-25 (Canceled)